

THE HONORABLE TIFFANY M. CARTWRIGHT

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA

NICK HARLEY, derivative on behalf of
ZOOMIN TECHNOLOGIES, INC.,

Plaintiff,

v.

HENRY SCHUCK, CAMERON HYZER,
KEITH ENRIGHT, ASHLEY EVANS,
ALISON GLEESON, MARK MADER,
PATRICK MCCARTER, D. RANDALL
WINN, TODD CROCKETT, and MITESH
DHRUV,

Defendants,

and

ZOOMINFO TECHNOLOGIES, INC.,

Nominal Defendant.

Case No. 3:24-cv-05987-TMC

**STIPULATION AND ORDER STAYING
ACTION**

1 WHEREAS, on December 2, 2024, plaintiff Nick Harley (“Plaintiff”) filed the above-
 2 captioned putative shareholder derivative action (the “Derivative Action”), purportedly on behalf
 3 of nominal defendant ZoomInfo Technologies, Inc. (“ZoomInfo”), asserting claims for breach of
 4 fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, waste of corporate
 5 assets, and for violations of the Securities Exchange Act of 1934 (the “Exchange Act”) against
 6 some, or all, of defendants Henry Schuck, Cameron Hyzer, Keith Enright, Ashley Evans, Alison
 7 Gleeson, Mark Mader, Patrick McCarter, D. Randall Winn, Todd Crocket, and Mitesh Dhruv
 8 (collectively, the “Individual Defendants” and together with ZoomInfo, the “Defendants,” and
 9 altogether with Plaintiff, the “Parties”);

10 WHEREAS, on December 17, 2024 (the agreed “Date of Service”), Defendants accepted
 11 service of the Complaint (ECF No. 7);

12 WHEREAS, on December 20, 2024, the Court approved the Parties’ stipulation providing
 13 that, absent further stipulation or court order, Defendants will have 60 days from the Date of
 14 Service to answer or otherwise respond to the Complaint (ECF No. 8);

15 WHEREAS, on January 3, 2025, the Court issued an order (the “January 3, 2025 Order”)
 16 establishing: (1) a Rule 26(f) conference deadline of March 20, 2025; (2) an initial disclosures
 17 deadline of March 27, 2025; and (3) a joint status report and discovery plan deadline of April 3,
 18 2025 (ECF No. 13);

19 WHEREAS, an earlier-filed and substantially similar securities class action is pending with
 20 this Court before the Honorable Judge Tiffany M. Cartwright, captioned *City of Pontiac Police*
 21 *and Fire Retirement System v. ZoomInfo Technologies, et al.*, Case No. 3:24-cv-05739-TMC (the
 22 “Related Securities Action”), against ZoomInfo and certain of the Individual Defendants, alleging
 23 violations of the Exchange Act based on substantially the same facts and circumstances at issue in
 24 this Derivative Action;

25 WHEREAS, on December 9, 2024, Plaintiff filed a Notice of Related Cases submitting
 26 that this Derivative Action is related to the Related Securities Action (ECF No. 5);

27 WHEREAS, on January 14, 2025, this Derivative Action was reassigned to the Honorable
 28 Judge Tiffany M. Cartwright as related to the Related Securities Action;

1 WHEREAS, the defendants in the Related Securities Action intend to file motion(s) to
 2 dismiss that lawsuit pursuant to Federal Rule of Civil Procedure 12(b)(6) and the Private Securities
 3 Litigation Reform Act of 1995;

4 WHEREAS, the outcome of the anticipated motion(s) to dismiss the Related Securities
 5 Action may be informative and relevant to the litigation of this Derivative Action;

6 WHEREAS, in the interests of judicial economy and conserving the resources of the parties
 7 and the Court, the Parties agree that the Court should stay this Derivative Action pending the
 8 Court's ruling(s) on the anticipated motion(s) to dismiss the Related Securities Action;

9 WHEREAS, the Parties have agreed that, during the stay of this Derivative Action,
 10 Defendants shall not be required to answer or otherwise respond to the initial complaint or any
 11 amended complaint;

12 WHEREAS, the Parties have further agreed that, consistent with the stay of this Derivative
 13 Action, the deadlines established by the January 3, 2025 Order should be vacated or continued
 14 until after the stay of this Derivative Action is terminated;

15 NOW, THEREFORE, the Parties, by and through their undersigned counsel of record, in
 16 the interests of judicial economy, hereby agree and stipulate, and respectfully request that the Court
 17 order as follows:

18 1. This Derivative Action (including all discovery) shall be stayed until fourteen (14)
 19 days following the resolution of any and all motions to dismiss (which includes the exhaustion of
 20 any and all related appeals) the Related Securities Action. This supersedes any prior deadlines to
 21 respond to the Complaint, including those in ECF Nos. 7 and 8, and all deadlines set forth in the
 22 January 3, 2025 Order shall be vacated.

23 2. If this stipulated stay is terminated, the Parties shall meet and confer and within ten
 24 days submit a proposed scheduling order governing any further proceedings in this Derivative
 25 Action, including the date by which Defendants must answer or otherwise respond to the
 26 complaint, and any initial case management deadlines.

27 3. Defendants shall notify Plaintiff within ten days of any additional related derivative
 28 lawsuits filed in this Court ("Other Derivative Action") of which they become aware.

1 4. Defendants shall endeavor in good faith to seek a stay on the same or similar terms
2 as those set forth herein in any Other Derivative Action. Defendants shall notify Plaintiff within
3 ten days of a determination or becoming aware that any Other Derivative Action shall not be stayed
4 for the same duration as this Derivative Action or longer.

5 5. If any Other Derivative Action is not stayed for the same or longer duration as the
6 stay of this Derivative Action, Plaintiff may terminate this stipulated stay upon five-days' written
7 notice via email to the undersigned counsel for Defendants. If Plaintiff terminates the stipulated
8 stay pursuant to this paragraph, Defendants reserve the right to file a motion for a further stay of
9 proceedings but not on the grounds that the Other Derivative Action should proceed before this
10 Derivative Action, which motion Plaintiff may oppose.

11 6. Defendants shall endeavor to include Plaintiff in any mediation and in any formal
12 settlement talks between the parties in the Related Securities Action, any Other Derivative Action,
13 or any related threatened derivative actions (books and records demands or litigation demands),
14 subject to Defendants seeking permission from the Court and/or other parties to the mediation
15 and/or settlement conference, as well as any insurers. In the event that Plaintiff is not permitted to
16 attend such mediation and/or settlement conference, Defendants shall mediate separately with
17 Plaintiff at or about the same time.

18 7. During the stay, Defendants shall promptly produce to Plaintiff any documents
19 produced to a shareholder who made a books and records demand under 8 *Del. C.* § 220 relating
20 to the subject matter of this Derivative Action, provided Plaintiff presents proof of stock ownership
21 and enters into a confidentiality agreement or protective order with the same terms on which the
22 demanding shareholder received the documents but providing that Plaintiff may use such
23 documents in this Derivative Action.

24 8. If any Defendant enters into a settlement agreement (or memorandum of
25 understanding pertaining to settlement) in the Related Securities Action or any Other Derivative
26 Action, Defendants shall promptly inform Plaintiff of the same, and Plaintiff may terminate this
27 stipulated stay upon five-days' notice in writing via email to the undersigned counsel of
28 Defendants.

1 9. Notwithstanding the stay of this Derivative Action, Plaintiff may file an amended
2 complaint, although Defendants are under no obligation to respond to the amended complaint
3 during the pendency of the stay.

4 10. The Parties shall meet and confer regarding consolidation of any shareholder
5 derivative action filed in, removed to, or transferred to this Court that any Party determines is
6 related to this action and an application for consolidation of such a shareholder derivative action
7 may be made by Plaintiff, and may be ruled on, notwithstanding the stay, and an application for
8 appointment of leadership for plaintiffs may be made by Plaintiff, and may be ruled on,
9 notwithstanding the stay if such appointment by the Court has not already been made.

10 11. The Parties shall meet and confer and submit a proposed scheduling order within
11 14 days of the date that the stay is lifted.

12 12. This stipulation is without prejudice to any and all defenses that Defendants may
13 assert in this Derivative Action, including but not limited to any jurisdictional or venue challenges,
14 and without prejudice to any and all claims Plaintiff may assert in this Derivative Action.

1 Dated: January 21, 2025

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12 Inc., Henry Schuck, Cameron Hyzer, Keith Enright,
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14 McCarter, D. Randall Winn, Todd Crockett, and
15 Mitesh Dhruv

1 Dated: January 21, 2025

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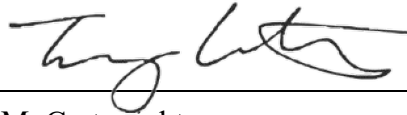
17 *Attorneys for Plaintiff*

ORDER

Based on the stipulation of the signed Parties, and good cause appearing, IT IS HEREBY ORDERED that the Stipulation is approved.

IT IS SO ORDERED.

Dated this 22nd day of January, 2025.



Tiffany M. Cartwright
United States District Judge